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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 APR -3 PM 2:08

W0612122

B. McKnight APR 03 2006

**STEPHEN RAUCH**

ATTORNEY-AT-LAW

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9121 NORTH MILITARY TRAIL, SUITE 212, PALM BEACH GARDENS, FL 33410

TELEPHONE: 561/691-9595

FACSIMILE: 561-691-9211

March 30, 2006

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

ATTN: BECKY MCKNIGHT  
DOCUMENT SPECIALIST, NEW FILING SECTION

**RE: PANTERA MOTORSPORTS, INC.**

Gentlemen:

I am enclosing an original and copy of the Articles of Incorporation for Pantera Motorsports, Inc., and a copy of your letter dated March 13, 2006. As discussed, there is a change in the name of the corporation and its address.

Thank you for your help in this matter.

Very truly yours,



Stephen Rauch

SR/apr  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 13, 2006

STEPHEN RAUCH ESQ  
9121 NORTH MILITARY TRAIL SUITE 212  
PALM BEACH GARDENS, FL 33410

SUBJECT: PRIDE MOTOR CARS, INC.  
Ref. Number: W06000012122

We have received your document for PRIDE MOTOR CARS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 906A00017148

# ARTICLES OF INCORPORATION OF PANTERA MOTORSPORTS, INC.

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## Article I - Name

The name of this corporation is PANTERA MOTORSPORTS, INC.

## Article II - Duration

This corporation shall have perpetual duration.

## Article III - Nature of Business

The general nature of business of the corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of same, or any part thereof, or interest therein.
3. To apply for, purchase, or in any manner to acquire, to hold, own, use and operate; to sell or in any manner dispose of, to grant or license other rights, interests, inventions, improvements and processes used in connection with or secured under letters, patents or copyrights of the United States of America or other countries or otherwise, and to work, operate and/or develop the same.
4. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities,

merchandise, book debts and claims, trade marks, trade names, and any interest in real or personal property.

5. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise.

6. To acquire and take over as a going concern, and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

7. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the corporation.

8. To carry on business at any place or places within the jurisdiction of the United States of America, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

9. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States of America, of any state, territory or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations under the Florida Business Corporation Act or any other applicable law.

10. To operate an independent automobile dealership.

11. To do all and every thing necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers of any of them.

12. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

13. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations for profit.

#### **Article IV - Capital Stock**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

#### **Article V - Preemptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 9121 North Military Trail, Suite 212, Palm Beach Gardens, Florida 33410, and the name of the initial

registered agent of this corporation at that address is Stephen Rauch, Esq. The mailing address of the corporation is 605 S.E. First Avenue, Delray Beach, Florida, 33444.

#### **Article VII - Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be fewer than one (1). The name and address of the initial director of this corporation is:

Rory Zinman  
1430 Barlow Court  
Palm Beach Gardens, Florida 33410

#### **Article VIII - Incorporator**

The name and address of the person signing these Articles is:

Stephen Rauch  
9121 North Military Trail, Suite 212  
Palm Beach Gardens, Florida 33410

#### **Article IX - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **Article X - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### **Article XI - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation, this 30<sup>th</sup> day of March, 2006.

Stephen Rauch  
STEPHEN RAUCH

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 30 day of  
March, 2006, by STEPHEN RAUCH, who is personally known to me or who  
produced \_\_\_\_\_ as identification and who did not take an oath.

[Signature]  
Notary Public  
My Commission Expires May 21, 2008

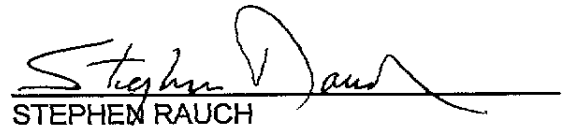


Y. STOVER  
MY COMMISSION # DD 302269  
EXPIRES: May 21, 2008  
Bonded Thru Budget Notary Services



## ACCEPTANCE OF DESIGNATION

The undersigned, Stephen Rauch, an attorney licensed to practice law in the State of Florida, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
STEPHEN RAUCH

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